BYLAWS

SHELBY REBELS FOOTBALL AND CHEER, INC.

(A Michigan Nonprofit Corporation)

Adopted: April 8, 2026

Drafting Note: This document is aligned with the Michigan Nonprofit Corporation Act, Act 162 of 1982, MCL 450.2101–450.3192 (as amended through 2015, Act 557), the Internal Revenue Code Section 501(c)(3), and other applicable Michigan statutes. It should be reviewed by qualified Michigan legal counsel prior to final adoption and filing.

ARTICLE I — NAME, MISSION, PURPOSE, AND LIMITATIONS

Section 1. Name. The name of the corporation is Shelby Rebels Football and Cheer, Inc. (the "Corporation"). The Corporation is a Michigan nonprofit corporation organized under the Michigan Nonprofit Corporation Act, Act 162 of 1982, MCL 450.2101 et seq. (the "Act").

Section 2. Mission Statement. The Corporation's mission is to provide the youth of the Utica Community Schools and surrounding area with an educational, goal-driven, and competitive program using the activities of football and cheerleading to promote friendship, teamwork, leadership, discipline, sportsmanship, and a healthy physical lifestyle on and off the field.

Section 3. Purposes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (26 USC 501) (the "Code"), including without limitation to provide and support organized youth football and cheerleading programs and related youth development activities for children and youth in and around the Utica Community Schools area and surrounding communities.

MCL 450.2201(b); MCL 450.2251; MCL 450.2106.

ARTICLE II — PRINCIPAL OFFICE AND REGISTERED AGENT

Section 1. Principal Office. The principal office of the Corporation is located at P.O. Box 183138, Shelby Township, Michigan 48318, or such other address as the Board of Directors may designate from time to time. MCL 450.2211.

Section 2. Registered Agent. The Corporation shall maintain a registered agent in Michigan whose name and address are on file with the Michigan Department of Licensing and Regulatory Affairs (LARA). The registered agent is Jack Alan Lawrence, 18231 Player Drive, Macomb, MI 48042. The Board may change the registered agent and registered office by filing the appropriate form with LARA. MCL 450.2211; MCL 450.2213.

ARTICLE III — STATUTORY LIMITATIONS (501(c)(3) COMPLIANCE)

Section 1. No Private Inurement. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article I. IRC Section 501(c)(3); MCL 450.2261.

Section 2. No Substantial Legislative Activity. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except to the extent permitted by the Code. IRC Section 501(c)(3).

Section 3. No Political Campaign Activity. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office. IRC Section 501(c)(3).

Section 4. Limitation on Activities. The Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code; or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 5. Dissolution Distribution. Upon dissolution of the Corporation, after paying or making provision for payment of all liabilities, the Board of Directors shall dispose of all remaining assets exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. MCL 450.2801 et seq.; MCL 450.2722; IRC Section 501(c)(3).

> *NOTE: Dissolution of a Michigan nonprofit charitable purpose corporation requires the prior consent of the Michigan Attorney General, Charitable Trust Section, P.O. Box 30214, Lansing, MI 48909, (517) 335-7571. MCL 450.2722.*

ARTICLE IV — MEMBERS

The Corporation shall have no members as that term is defined in the Michigan Nonprofit Corporation Act. All rights, powers, and duties that would otherwise vest in members shall be exercised by the Board of Directors. MCL 450.2302; MCL 450.2303.

ARTICLE V — BOARD OF DIRECTORS

Part A — Composition and Qualifications

Section 1. General Powers. The business, property, and affairs of the Corporation shall be managed by or under the direction of its Board of Directors ("Board"). MCL 450.2501.

Section 2. Number. The Board shall consist of not fewer than six (6) and not more than seven (7) directors. MCL 450.2501; MCL 450.2507.

Section 3. Initial Directors:

Role	Name	Address
President	Brandie Boubrit	13946 Canal Rd, Sterling Heights, MI 48313
Vice President	Jeremiah Orevelo	55244 Demaret Drive, Macomb, MI 48042
Treasurer / Registered Agent	Jack Lawrence	18231 Player Drive, Macomb, MI 48042

Role	Name	Address
Secretary	Zachary Villella	14634 Seedling Dr, Washington Twp, MI 48094
Director of Football Operations	Michael Urbas	55573 Snead Drive, Macomb, MI 48042
Director of Cheer Operations	Shelby Perkins	13625 Alice Drive, Shelby Twp, MI 48315
Director of Fundraising & Gameday Operations	[TBD]	[ADDRESS]

MCL 450.2201(e).

Section 4. Qualifications. Directors must be at least 18 years of age. MCL 450.2501. Directors shall not be compensated for service as directors, but may be reimbursed for reasonable out-of-pocket expenses incurred on behalf of the Corporation. MCL 450.2541.

Section 5. Term. Each director shall serve a term of one (1) year or until a successor is elected and qualified, or until the director's earlier resignation, removal, or death. MCL 450.2507. Directors may serve consecutive terms without limit.

Section 6. Election. Directors shall be elected at the Annual Meeting of the Board. MCL 450.2507; MCL 450.2509.

Part B — Vacancies and Removal

Section 7. Vacancies. A vacancy on the Board may be filled by a majority vote of the remaining directors. A director elected to fill a vacancy shall serve until the next Annual Meeting. MCL 450.2511.

Section 8. Resignation. Any director may resign by written notice to the President or Secretary. The resignation is effective upon receipt unless a later date is specified. MCL 450.2513.

Section 9. Removal. A director may be removed, with or without cause, by a two-thirds (2/3) vote of the entire Board at a duly noticed meeting. MCL 450.2515.

Part C — Meetings

Section 10. Regular Meetings. The Board shall hold at least four (4) regular meetings per year at such times and places as the Board may designate. The Annual Meeting shall be held in the first quarter of each fiscal year. MCL 450.2521.

Section 11. Special Meetings. Special meetings may be called by the President, any two (2) directors, or as otherwise provided. MCL 450.2521.

Section 12. Notice. Notice of each meeting shall be given to each director by mail, email, or telephone at least three (3) days before the meeting (ten (10) days for mail). Notice may be waived in writing or by attendance at the meeting. MCL 450.2521; MCL 450.2142.

Section 13. Quorum. A majority of the directors then in office (but not fewer than four (4)) shall constitute a quorum. MCL 450.2523.

Section 14. Voting. Each director has one (1) vote. Actions require a majority vote of directors present at a meeting with a quorum, unless a greater vote is required. No proxy voting is permitted. MCL 450.2523.

Section 15. Electronic Participation. Directors may participate in any meeting via telephone, video conference, or other electronic means by which all participants can hear each other simultaneously. Such participation constitutes presence at the meeting. MCL 450.2521.

Section 16. Action Without Meeting. Any action required or permitted at a Board meeting may be taken without a meeting by unanimous written consent, including consent transmitted electronically. MCL 450.2525.

ARTICLE VI — OFFICERS

Section 1. Officers. The Corporation shall have the following officers: President, Vice President, Secretary, and Treasurer. Additional officers may be created by the Board. One person may hold more than one office, except that the President may not simultaneously serve as Secretary. MCL 450.2531.

Section 2. President. The President is the chief executive officer of the Corporation, presides at all meetings of the Board, and has general supervision over the Corporation's affairs, subject to the authority of the Board.

Section 3. Vice President. The Vice President performs such duties as assigned by the Board or President and acts in the absence or incapacity of the President.

Section 4. Secretary. The Secretary maintains the Corporation's records, keeps minutes of meetings, gives notice of meetings, and performs such other duties as assigned. MCL 450.2487.

Section 5. Treasurer. The Treasurer is the chief financial officer, maintains financial records, oversees custody of corporate funds, and presents financial reports at Board meetings. The Treasurer shall ensure compliance with all financial record-keeping requirements. MCL 450.2483.

Section 6. Election and Term. Officers shall be elected by the Board at the Annual Meeting and shall serve two-year (2) terms or until their successors are elected and qualified. MCL 450.2531.

Section 7. Removal and Resignation. Officers may be removed with or without cause by a majority vote of the Board. Any officer may resign by written notice to the Board, effective upon receipt unless a later date is stated. MCL 450.2535.

Section 8. Vacancies. Vacancies in officer positions may be filled by the Board at any time.

ARTICLE VII — COMMITTEES

Section 1. Standing and Ad Hoc Committees. The Board may establish standing or ad hoc committees by resolution. Each committee shall consist of at least two (2) Board members and shall operate under a Board-approved charter. MCL 450.2527.

Section 2. Limitations. No committee shall: (a) amend the Articles of Incorporation or Bylaws; (b) elect, appoint, or remove officers or directors; (c) adopt a merger, dissolution, or asset transfer plan; (d) approve contracts with interested directors; or (e) exercise any authority expressly reserved to the Board by law. MCL 450.2527.

Section 3. Executive Committee. The Board may designate an Executive Committee of not fewer than three (3) directors to act on behalf of the Board between Board meetings on matters not reserved to the full Board under Section 2. MCL 450.2527.

ARTICLE VIII — CONFLICTS OF INTEREST

Section 1. Duty to Disclose. Any director, officer, or employee who has a financial interest, directly or indirectly, in any contract or transaction involving the Corporation must promptly disclose that interest to the Board. MCL 450.2545a.

Section 2. Recusal. The interested person shall recuse themselves from deliberation and voting on the matter. The Board shall determine by majority vote whether the transaction is in the Corporation's best interest. MCL 450.2545a.

Section 3. Annual Disclosure. Each director and officer shall annually complete a Conflict of Interest Disclosure Statement in the form approved by the Board.

Section 4. No Loans. The Corporation shall not make any personal loan to any director or officer. MCL 450.2548.

ARTICLE IX — INDEMNIFICATION AND INSURANCE

Section 1. Indemnification of Directors and Officers. The Corporation shall indemnify any person who is or was a director or officer of the Corporation against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred in connection with any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, if the person acted in good faith and in a manner reasonably believed to be in or not opposed to the Corporation's best interests. MCL 450.2561; MCL 450.2562; MCL 450.2563.

Section 2. Mandatory Indemnification. To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding, the Corporation shall indemnify that person against expenses actually and reasonably incurred. MCL 450.2563.

Section 3. Authorization. Any indemnification (unless ordered by a court) shall be authorized by the Board. MCL 450.2564a.

Section 4. Non-Exclusivity. The indemnification rights provided in these Bylaws are not exclusive and shall not limit any other rights to which any person may be entitled. MCL 450.2565.

Section 5. Insurance. The Corporation may purchase and maintain Directors and Officers (D&O) liability insurance on behalf of any person serving as a director, officer, employee, or agent. MCL 450.2567.

Section 6. Volunteer Liability. Non-director volunteers of the Corporation shall be protected from personal liability to the fullest extent permitted under Michigan law. MCL 450.2556.

ARTICLE X — FINANCES

Section 1. Fiscal Year. The fiscal year of the Corporation shall run from January 1 through December 31 of each calendar year. MCL 450.2483.

Section 2. Budget. The Board shall adopt an annual operating budget prior to the commencement of each fiscal year.

Section 3. Execution of Contracts. The Board may authorize any officer or agent to enter into contracts or execute instruments on behalf of the Corporation. MCL 450.2481.

Section 4. Checks and Disbursements. All checks, drafts, or orders for payment shall require the signature of at least two (2) authorized signatories designated by the Board. MCL 450.2483.

Section 5. Dual Signatures Required. For any disbursement exceeding five hundred dollars ($500.00), two (2) authorized signatures are required. Invoices or receipts must accompany all reimbursement requests. MCL 450.2483.

Section 6. Deposits. All funds received by the Corporation shall be deposited promptly into accounts maintained in the Corporation's name at a federally insured financial institution. MCL 450.2483.

Section 7. Financial Records. The Treasurer shall maintain accurate financial records and provide a written financial report at each regular Board meeting. MCL 450.2483; MCL 450.2487.

Section 8. Annual Review. The Board shall conduct or cause to be conducted an annual review or audit of the Corporation's financial records. MCL 450.2483.

Section 9. Registration and Reporting. The Corporation shall comply with the Michigan Charitable Organizations Solicitations Act, MCL 400.271 et seq., including annual registration with the Michigan Attorney General, Charitable Trust Section.

ARTICLE XI — RECORDS AND NOTICES

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account, minutes of the proceedings of the Board and committees, and shall maintain its Articles of Incorporation and Bylaws at its principal office. MCL 450.2487.

Section 2. Inspection Rights. Directors shall have the right to inspect the books and records of the Corporation at any reasonable time. MCL 450.2487.

Section 3. Document Retention. The Corporation shall retain documents in accordance with a Document Retention and Destruction Policy adopted by the Board.

Section 4. Electronic Communication. Notices, consents, waivers, and other communications may be transmitted electronically to the extent permitted by law. MCL 450.2142.

ARTICLE XII — AMENDMENTS

Section 1. Power to Amend. These Bylaws may be amended, restated, or repealed by a two-thirds (2/3) vote of the entire Board at any duly noticed meeting, provided that the proposed amendment has been provided to all directors in writing at least ten (10) days before the meeting. MCL 450.2231.

Section 2. Emergency Provisions. In the event of a catastrophic emergency that prevents a quorum from assembling, the President and any available director(s) may act to protect the

Corporation's assets and comply with legal obligations. Any such action must be ratified at the next regular Board meeting.

Section 3. Periodic Review. The Board shall review these Bylaws periodically (at minimum every two years) to ensure continued compliance with applicable law. MCL 450.2261(1)(d).

Section 4. Headings. Article and section headings are for reference only and shall not affect the interpretation of these Bylaws.

STATUTORY REFERENCE TABLE

The following is a summary of the primary Michigan statutes and federal provisions reflected in these Bylaws:

Citation	Subject
MCL 450.2101 et seq. (Act 162 of 1982)	Michigan Nonprofit Corporation Act — general governance
MCL 450.2106	Definition of "charitable purpose corporation" (501(c)(3) entities)
MCL 450.2142	Notice requirements; electronic communication
MCL 450.2201	Articles of incorporation — required provisions
MCL 450.2209	Limiting volunteer director/officer monetary liability
MCL 450.2211, 450.2213	Registered office and resident agent
MCL 450.2231	Amendment of bylaws by board
MCL 450.2251	Lawful purposes; no pecuniary gain for directors/officers
MCL 450.2261	Corporate powers
MCL 450.2302, 450.2303	No-member corporations; board acts in place of members
MCL 450.2481	Authorization of contracts and instruments
MCL 450.2483	Financial records; custody of funds
MCL 450.2487	Books and records; inspection rights
MCL 450.2501	Board of directors — management of business and affairs
MCL 450.2501a	Board minimum age; 501(c)(3) directors age 16–17
MCL 450.2507	Term of directors
MCL 450.2509	Staggered terms
MCL 450.2511	Vacancies on board
MCL 450.2513	Resignation of director
MCL 450.2515	Removal of directors
MCL 450.2521	Board meetings; notice; electronic participation

Citation	Subject
MCL 450.2523	Quorum; voting; no proxy; minutes
MCL 450.2525	Action without meeting; unanimous written consent
MCL 450.2527	Committees; powers and limitations
MCL 450.2531	Officers — required; election; multiple offices
MCL 450.2535	Removal and resignation of officers
MCL 450.2541	Director/officer standard of conduct; fiduciary duties
MCL 450.2545a	Interested director transactions; conflict of interest
MCL 450.2548	Loans to directors/officers — restrictions
MCL 450.2556	Nondirector volunteer liability limitation
MCL 450.2561–2567	Indemnification and D&O insurance
MCL 450.2722	Attorney General consent — dissolution/merger of charitable corps
MCL 450.2801 et seq.	Dissolution procedures
MCL 400.271 et seq.	Michigan Charitable Organizations Solicitations Act
IRC § 501(c)(3); 26 USC 501	Federal tax-exempt status
IRC § 170(c)(2)	Charitable contribution deductibility
MCL 750.157n; MCL 750.218	Anti-fraud / anti-embezzlement (criminal statutes)

CERTIFICATION OF ADOPTION

The undersigned, being all of the Initial Directors of Shelby Rebels Football and Cheer, Inc., hereby certify that the foregoing Bylaws were duly adopted as the Bylaws of the Corporation at the organizational meeting of the Board of Directors held on _______________, 202___.

MOTION by Brandie Boubrit, seconded by Jeremiah Orevelo, to adopt the Bylaws as presented.

VOTE: Ayes: [NUMBER] | Nays: [NUMBER] | Abstentions: [NUMBER]

RESOLVED: The Bylaws of Shelby Rebels Football and Cheer, Inc. are hereby adopted.

Brandie Boubrit, President

Jeremiah Orevelo, Vice President

Jack Alan Lawrence, Treasurer

Zachary Villella, Secretary